

NOVEMBER 13, 2007

MICHAEL W. DOBBINS
CLERK, U.S. DISTRICT COURT

07 C 6428

JUDGE FILIP
MAGISTRATE JUDGE COX

J. N.

Exhibit

B

JAN-29-2007 08:10 AM NAPASTYLE

2099-70192

P. 01



AT&T Capital Services, Inc.
2000 W. AT&T Center Drive
Hoffman Estates, IL 60192

Jodi Ramsey
Phone (847) 290-5017
Fax (847) 427-5553

January 26, 2007

WTL Financial, Inc. (1-26123872)
3127 Flite Circle, Suite E
Sacramento, CA 95827

AT&T Capital Services, Inc. is pleased to provide a proposal for the lease of the equipment and/or services as submitted to us. The proposed lease terms are as follows:

Equipment Description:	Nortel CS 1000M PBX system including install, training, warranty, and project management and buyout of Norstar on Sch 3814200-001
Estimated Cost New:	\$184,337.00
Buyout Sch 3814200-001:	\$21,723.00 (13 months, effective June 1, 2007)
Lease Term:	36 months
Lease Rate Factor:	.03183
Lease Payment:	\$6,558.89 payable monthly in advance (excludes tax)
End of Lease Option:	\$1 Purchase Option

This is a net lease proposal. Any applicable taxes are additional. **Shipping costs are additional for Data Equipment.** The lease rates and monthly cost listed above are indexed to current US Treasury Bills. Any increase or decrease in the corresponding Treasury Bill will cause the lease rate factor to be adjusted point for point and fixed at the time of lease commencement. This proposal is subject to final investment committee approval. The above offer is valid for 30 days.

Lessee hereby grants to Lessor permission to file any and all UCC Financing Statements, which in Lessor's discretion are necessary or proper to secure Lessor's interest in the Equipment and/or Services in all applicable jurisdictions.

The above lease rates do not include any additional interest expense for progress payments, which are required by AT&T on all transactions over \$250,000 with installations exceeding 60 days. Progress payments will be financed through AT&T Capital Services at Prime Rate plus 2%.

If the above offer is acceptable to you, please approve below and fax back to me at (847)427-5553. Upon final credit approval, our contract administration department will then prepare and send lease documentation to you. If you have any additional questions, please call me at (847)290-5017.

Thank you for this leasing opportunity. I am looking forward to working with you.

Sincerely,

Jodi Ramsey
Inside Sales

AGREED TO AND ACCEPTED BY:

Requested Term/Lease Type:

Name:

Title:

Date:

Jodi Ramsey
1/26/07

EXHIBIT

tabbed

B